

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**IN RE:**

**OMEGA NAVIGATION  
ENTERPRISES, INC., et al.,<sup>1</sup>**

**Debtors**

§ **Chapter 11**  
§  
§  
§ **Case No. 11-35926**  
§  
§  
§  
§ JUDGE: Karen K. Brown  
§ DATE: July 11, 2011 at 12:00 p.m.  
§  
§ PARTY: HSH Nordbank AG, as Senior  
§ Facilities Agent  
§ ATTORNEYS:  
§ Thomas E Lauria  
§ Scott Greissman  
§ David Hille  
§ Douglas P. Baumstein  
§ Timothy A. Davidson II

**EXHIBIT AND WITNESS LIST OF HSH NORDBANK AG, AS SENIOR FACILITIES  
AGENT FOR HEARING ON THE DEBTORS' FIRST DAY MOTIONS**

TO THE HONORABLE KAREN K. BROWN,  
UNITED STATES BANKRUPTCY JUDGE:

HSH Nordbank AG, as Senior Facilities Agent (the "Senior Facilities Agent"), submits  
this Exhibit List with Regard to the Debtors' First Day Motions.

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<sup>1</sup> The Debtors in these chapter 11 cases are Omega Navigation Enterprises, Inc.; Galveston Navigation Inc.; Beaumont Navigation Inc.; Carrolton Navigation Inc.; Decatur Navigation Inc.; Elgin Navigation Inc.; Fulton Navigation Inc.; Orange Navigation Inc.; Baytown Navigation Inc.; and Omega Navigation (USA) LLC.

**THE SENIOR FACILITIES AGENT'S EXHIBITS**

Ex. No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
A-1	Facilities Agreement, dated 4/7/2006, between Omega Navigation Enterprises, Inc. and HSH Nordbank AG in its capacities as Arranger, Swap Bank and Agent				
A-2	First Supplemental Deed, dated 7/28/06, relating to a Facilities Agreement between certain banks and financial institutions, Omega Navigations Enterprises, Inc. and HSH Nordbank AG as Arranger, Swap Bank and Agent				
A-3	Second Supplemental Deed, dated 3/21/07, relating to a Facilities Agreement between certain banks and financial institutions, Omega Navigations Enterprises, Inc. and HSH Nordbank AG as Arranger, Swap Bank and Agent				
A-4	Third Supplemental Deed, dated 3/27/08, relating to a Facilities Agreement between certain banks and financial institutions, Omega Navigations Enterprises, Inc. and HSH Nordbank AG as Arranger, Swap Bank and Agent				
A-5	Fourth Supplemental Deed to a Secured Loan Facility Agreement, dated 4/12/11, between certain banks and financial institutions, Omega Navigations Enterprises, Inc. and HSH Nordbank AG as Arranger, Swap Bank and Agent				

Ex. No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
B-1	Pledge Agreement, dated 5/29/06, between Omega Navigation Enterprises Inc., as Pledgor, and HSH Nordbank AG, as Pledgee regarding account no. 2006052610032 maintained at HSH Nordbank AG				
B-2	Pledge Agreement, dated 4/12/06, between Omega Navigation Enterprises, Inc., as Pledgor, HSH Nordbank AG, as Agent, and the Banks (as defined therein), as Pledgees regarding account nos. 1100313082 and 1100313339 maintained at HSH Nordbank AG				
C-1	Guarantee, dated 8/1/06, between Galveston Navigation Inc., as Guarantor, and HSH Nordbank AG, as Agent				
C-2	First Preferred Marshall Islands Ship Mortgage on m.v. "Omega Lady Miriam", dated 8/1/06, by Galveston Navigation Inc., as Owner, in favor of HSH Nordbank AG, as Mortgagee				
C-3	Marshall Islands General Assignment relating to m.v. "Omega Lady Miriam", dated 8/1/06, by Galveston Navigation Inc., as Owner, in favor of HSH Nordbank AG, as Mortgagee				
C-4	Notice of Assignment of Earnings for M.V. "Omega Lady Miriam", dated 2/3/11, by Galveston Navigation Inc. to ST Shipping Transport PTE Limited				

Ex. No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
C-5	Pledge Agreement, dated 7/28/2006, between Galveston Navigation Inc., as Pledgor, HSH Nordbank AG, as Agent, and the Banks (as defined therein), as Pledgees regarding account no. 1100313386 maintained at HSH Nordbank AG				
D-1	Guarantee, dated 6/30/06, between Beaumont Navigation Inc., as Guarantor, and HSH Nordbank AG, as Agent				
D-2	First Preferred Marshall Islands Ship Mortgage on m.v. "Omega Lady Sarah", dated 6/30/06, by Beaumont Navigation Inc., as Owner, in favour of HSH Nordbank AG, as Mortgagee				
D-3	Marshall Islands General Assignment relating to m.v. "Omega Lady Sarah", dated 6/30/06, between Beaumont Navigation Inc., as Owner, and HSH Nordbank AG, as Mortgagee				
D-4	Notice of Assignment of Earnings for M.V. "Omega Lady Sarah", dated 2/3/11, by Beaumont Navigation Inc. to ST Shipping Transport PTE Limited				
D-5	Pledge Agreement, dated 6/30/06, between Beaumont Navigation Inc., as Pledgor, HSH Nordbank AG, as Agent, and the Banks (as defined therein), as Pledgees regarding account no. 1100313364 maintained at HSH Nordbank AG				

Ex. No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
E-1	Guarantee, dated 6/27/06, between Carrolton Navigation Inc., as Guarantor, and HSH Nordbank AG, as Agent				
E-2	First Preferred Marshall Islands Ship Mortgage on m.v. "Omega Prince", dated 6/27/06, by Carrolton Navigation Inc., as Owner, in favour of HSH Nordbank AG, as Mortgagee				
E-3	Marshall Islands General Assignment relating to m.v. "Omega Prince", dated 6/27/06, between Carrolton Navigation Inc., as Owner, and HSH Nordbank AG, as Mortgagee				
E-4	Notice of Assignments of Earnings for M.V. "Omega Prince", dated 2/3/11, by Carrolton Navigation Inc. to ST Shipping Transport PTE Limited				
E-5	Pledge Agreement, dated 6/27/06, between Carrolton Navigation Inc., as Pledgor, HSH Nordbank AG, as Agent, and the Banks (as defined therein), as Pledgees regarding account no. 1100313285 maintained at HSH Nordbank AG				
F-1	Guarantee, dated 7/3/06, between Decatur Navigation Inc., as Guarantor, and HSH Nordbank AG, as Agent				

Ex. No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
F-2	First Preferred Marshall Islands Ship Mortgage on m.v. "Omega Princess", dated 7/3/06, by Decatur Navigation Inc., as Owner, in favour of HSH Nordbank AG, as Mortgagee				
F-3	Marshall Islands General Assignment relating to m.v. "Omega Princess", dated 7/3/06, between Decatur Navigation Inc., as Owner, and HSH Nordbank AG, as Mortgagee				
F-4	Notice of Assignment of Earnings for M.V. "Omega Princess", dated 2/3/11, by Decatur Navigation Inc. to ST Shipping Transport PTE Limited				
F-5	Pledge Agreement, dated 7/3/06, between Decatur Navigation Inc., as Pledgor, HSH Nordbank AG, as Agent, and the Banks (as defined therein), as Pledgees regarding account no. 1100313263 maintained at HSH Nordbank AG				
G-1	Guarantee, dated 5/29/06, between Elgin Navigation Inc., as Guarantor, and HSH Nordbank AG, as Agent				
G-2	First Preferred Marshall Islands Ship Mortgage on m.v. "Omega Queen", dated 5/29/06, by Elgin Navigation Inc., as Owner, in favour of HSH Nordbank AG, as Mortgagee				

Ex. No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
G-3	Marshall Islands General Assignment relating to m.v. "Omega Queen", dated 5/29/06, between Elgin Navigation Inc., as Owner, and HSH Nordbank AG, as Mortgagee				
G-4	Notice of Assignment of Earnings for M.V. "Omega Queen", dated 2/3/11, by Elgin Navigation Inc. to ST Shipping Transport PTE Limited				
G-5	Pledge Agreement, dated 5/29/06, between Elgin Navigation Inc., as Pledgor, HSH Nordbank AG, as Agent, and the Banks (as defined therein), as Pledgees regarding account no. 11 00 31 32 44 maintained at HSH Nordbank AG				
H-1	Guarantee, 6/14/06, between Fulton Navigation Inc., as Guarantor, and HSH Nordbank AG, as Agent				
H-2	First Preferred Marshall Islands Ship Mortgage on m.v. "Omega King", dated 6/14/06, by Fulton Navigation Inc., as Owner, in favour of HSH Nordbank AG, as Mortgagee				
H-3	Marshall Islands General Assignment relating to m.v. "Omega King", dated 6/14/06, between Fulton Navigation Inc., as Owner, and HSH Nordbank AG, as Mortgagee				

Ex. No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
H-4	Notice of Assignment of Earnings for M.V. "Omega King", dated 2/3/11, by Fulton Navigation Inc. to Cape Tankers Inc.				
H-5	Pledge Agreement, dated 6/14/06, between Fulton Navigation Inc., as Pledgor, HSH Nordbank AG, as Agent, and the Banks (as defined therein), as Pledgees regarding account no. 1100313345 maintained at HSH Nordbank AG				
I-1	Guarantee and Indemnity, dated March 21, 2007, between Orange Navigation Inc., as Guarantor, and HSH Nordbank AG, as Agent				
I-2	First Preferred Liberian Mortgage m.v. "Omega Emmanuel" (ex Hull No. S-1205), dated 3/27/07, by Orange Navigation Inc., as Owner, in favour of HSH Nordbank AG, as Mortgagee				
I-3	Deed of Assignment m.v. "Omega Emmanuel", dated 3/27/07, between Orange Navigation Inc., as Owner, and HSH Nordbank AG, as Mortgagee				
I-4	Notice of Assignment of Earnings for M.V. "Omega Emmanuel", dated 2/3/11, by Orange Navigation Inc. to ST Shipping Transport PTE				



Ex. No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
I-5	Pledge Agreement, dated 3/27/07, between Orange Navigation Inc., as Pledgor, HSH Nordbank AG, as Agent, and the Banks (as defined therein), as Pledgees regarding account no. 1100333822 maintained at HSH Nordbank AG				
J-1	Guarantee and Indemnity, dated March 21, 2007, between Baytown Navigation Inc., as Guarantor, and HSH Nordbank AG, as Agent				
J-2	First Preferred Liberian Mortgage m.v. "Omega Theodore" (ex Hull No. S-1206), dated 4/26/07, by Baytown Navigation Inc., as Owner, in favour of HSH Nordbank AG, as Mortgagee				
J-3	Deed of Assignment m.v. "Omega Theodore", dated 4/26/07, between Baytown Navigation Inc., as Owner, and HSH Nordbank AG, as Mortgagee				
J-4	Notice of Assignment of Earnings for M.V. "Omega Theodore", dated 2/3/11, by Baytown Navigation Inc. to ST Shipping Transport PTE Limited				
J-5	Pledge Agreement, dated 4/26/07, between Baytown Navigation Inc., as Pledgor, HSH Nordbank AG, as Agent, and the Banks (as defined therein), as Pledgees regarding account no. 1100333844 maintained at HSH Nordbank AG				

Ex. No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
K-1	Letter from Omega Navigation Enterprises Inc. to HSH Nordbank AG, dated Feb. 3, 2011				
K-2	Letter from HSH Nordbank AG to Omega Navigation Enterprises, Inc., dated Feb. 18, 2011				
K-3	Letter from Omega Navigation Enterprises Inc. to HSH Nordbank AG, dated Mar. 9, 2011				
K-4	Letter from HSH Nordbank AG to Omega Navigation Enterprises, Inc., dated Mar. 17, 2011				

**THE SENIOR FACILITIES AGENT'S WITNESS LIST**

The Senior Facilities Agent may call the following witnesses at the Hearing:

1. Any witness called by any other party
2. Rebuttal witnesses as needed

Dated this 10th day of July, 2011.

By: /s/ Timothy A. Davidson II

Timothy A. Davidson II

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-and-

Thomas E. Lauria (pro hac vice motion to be filed)

Scott Greissman (pro hac vice motion to be filed)

David Hille (pro hac vice motion to be filed)

Douglas P. Baumstein (pro hac vice motion to be filed)

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**COUNSEL FOR HSH NORDBANK AG, AS SENIOR  
FACILITIES AGENT**